

**BOARD OF DIRECTORS
SANTA CLARA VALLEY WATER DISTRICT**

RESOLUTION NO. 22-

**AUTHORIZING THE EXECUTION AND DELIVERY OF WIFIA INSTALLMENT
PURCHASE AGREEMENTS, WIFIA MASTER AGREEMENT, WIFIA LOAN AGREEMENTS
AND WIFIA TERM SHEETS AND CERTAIN OTHER DOCUMENTS WITH RESPECT TO
THE WATER UTILITY AND AUTHORIZING CERTAIN ACTS IN CONNECTION THEREWITH**

WHEREAS, the Santa Clara Valley Water District ("Valley Water"), is a water supply and flood protection special district duly organized and existing under and pursuant to the Constitution and laws of the State of California; and

WHEREAS, Valley Water has determined that it would be in the best interests of Valley Water and citizens of the community to authorize the entry into one or more installment purchase agreements with the Santa Clara Valley Water District Public Facilities Financing Corporation (the "Corporation" and each such installment purchase agreement a "Water Utility WIFIA Installment Purchase Agreement") to plan, design, acquire and/or construct certain water utility system capital improvements (as more particularly described in the Water Utility WIFIA Master Agreement referred to below, the "Water Utility WIFIA Project"); and

WHEREAS, in order to fulfill its obligation to Valley Water under the Water Utility WIFIA Installment Purchase Agreements, the Corporation proposes to obtain one or more loans under the authority of the Water Infrastructure Finance and Innovation Act (each a "Water Utility WIFIA Loan") from the United States Environmental Protection Agency (the "WIFIA Lender"), pursuant to a master agreement among the Corporation, the WIFIA Lender and Valley Water (the "Water Utility WIFIA Master Agreement") and one or more loan agreements (each a "Water Utility WIFIA Loan Agreement") among the Corporation, the WIFIA Lender and Valley Water; and

WHEREAS, the terms of the initial Water Utility WIFIA Loan (the "2022 Water Utility WIFIA Loan") are set forth in a term sheet (the "2022 Water Utility WIFIA Term Sheet") and an initial Water Utility WIFIA Loan Agreement (the "2022 Water Utility WIFIA Loan Agreement"); and

WHEREAS, Valley Water has completed its environmental review for and approved some of the projects to be funded by a WIFIA loan in accordance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, as to those other WIFIA-funded projects for which Valley Water has not yet completed its CEQA review or approved, adoption of this Resolution to authorize execution of the above-mentioned agreements and documents and implementation of actions necessary to accomplish the intention of this Resolution do not commit Valley Water to a definite course of action with regard to any particular project and do not limit Valley Water in exercising any discretion following CEQA review of the project, including (i) considering other feasible alternatives and mitigation measures to avoid or minimize project impacts, (ii) making modifications deemed necessary to reduce project impacts, or (iii) determining not to proceed with one or more component of a project.

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of the Santa Clara Valley Water District does hereby find, determine, declare, and resolve as follows:

Section 1. Water Utility WIFIA Installment Purchase Agreement. A Water Utility WIFIA Installment Purchase Agreement with respect to the 2022 Water Utility WIFIA Loan Agreement

(the “2022 Water Utility WIFIA Installment Purchase Agreement”) is on file with Valley Water. Such document is hereby accepted and approved, subject to such changes, insertions and omissions as may be approved the Chief Executive Officer, the Assistant Chief Executive Officer, Operations or the Chief Financial Officer (or any acting or interim of such positions) and the Clerk of the Board or the designee thereof (each an “Authorized Officer” and together the “Authorized Officers”) who are hereby individually authorized and directed to execute and deliver the 2022 Water Utility WIFIA Installment Purchase Agreement, said execution being conclusive evidence of such approval.

Section 2. Water Utility WIFIA Master Agreement, 2022 Water Utility WIFIA Loan Agreement and 2022 Water Utility WIFIA Term Sheet. The Water Utility WIFIA Master Agreement, the 2022 Water Utility WIFIA Loan Agreement and the 2022 Water Utility WIFIA Term Sheet, in each instance with respect to the portion of the Water Utility WIFIA Project described in the 2022 Water Utility WIFIA Installment Purchase Agreement, are on file with Valley Water. Such documents are hereby accepted and approved, subject to such changes, insertions and omissions as may be approved by any of the Authorized Officers who are hereby individually authorized and directed to execute and deliver the Water Utility WIFIA Master Agreement, the 2022 Water Utility WIFIA Loan Agreement and the 2022 Water Utility WIFIA Term Sheet, said execution being conclusive evidence of such approval.

Section 3. Limited Obligation of Valley Water. Notwithstanding anything to the contrary set forth in this Resolution, the Water Utility WIFIA Master Agreement, the 2022 Water Utility WIFIA Loan Agreement and the 2022 Water Utility WIFIA Term Sheet, Valley Water is not a borrower with respect to the Water Utility WIFIA Master Agreement, any Water Utility WIFIA Loan, any note issued by the Corporation under a Water Utility WIFIA Loan Agreement (each a “Corporation Water Utility WIFIA Note”), or any Water Utility WIFIA Loan Agreement and Valley Water has no obligation to make any payment or provision for payment of any Water Utility WIFIA Loan or any Corporation Water Utility WIFIA Note. The Water Utility WIFIA Master Agreement and the Water Utility WIFIA Loan Agreements shall not constitute contracts between Valley Water and the WIFIA Lender by which Valley Water incurs an indebtedness.

Section 4. Good Faith Estimate of Certain Costs. The Board acknowledges that the good faith estimates of certain costs required by Section 5852.1 of the California Government Code with respect to the Water Utility WIFIA Installment Purchase Agreement are disclosed in the staff report and are available to the public at the meeting at which this Resolution is approved.

Section 5. Additional Water Utility WIFIA Installment Purchase Agreements, Water Utility WIFIA Loan Agreements and Water Utility WIFIA Term Sheets. Each Authorized Officer is hereby authorized to execute future Water Utility WIFIA Loan Agreements, Water Utility WIFIA Term Sheets and Water Utility WIFIA Installment Purchase Agreements in accordance with the Water Utility WIFIA Master Agreement (including any amendments or supplements to the Water Utility WIFIA Master Agreement and documents and certifications necessary or advisable to effectuate Water Utility WIFIA Loans under such agreements) so long as the total principal amount of all Water Utility WIFIA Loans does not exceed \$2,500,000,000.

Section 6. Other Actions. The Authorized Officers, District Counsel and Bond Counsel and other officers and staff of Valley Water are authorized and directed, acting singly, to do any and all things and to execute, deliver and implement any and all documents which such officers may deem necessary or advisable in order to consummate the execution and delivery of the Water

Utility WIFIA Master Agreement, the 2022 Water Utility WIFIA Installment Purchase Agreement, the 2022 Water Utility WIFIA Loan Agreement and the 2022 Water Utility WIFIA Term Sheet (collectively, the "Initial Water Utility WIFIA Documents"), and otherwise effectuate the purposes of this Resolution and the Initial Water Utility WIFIA Documents, and such actions in connection therewith previously taken by such officers and staff are hereby ratified and confirmed.

The Authorized Officers, District Counsel and Bond Counsel and such other officers and staff of Valley Water are authorized and directed, acting singly, to do any and all things and to execute, deliver and implement any and all documents which such officers may deem necessary or advisable in order to consummate the execution and delivery of future Water Utility WIFIA Loan Agreements, Water Utility WIFIA Term Sheets and Water Utility Installment Purchase Agreements, and otherwise effectuate the purposes of this Resolution, and such actions in connection therewith previously taken by such officers and staff are hereby ratified and confirmed.

Section 7. Definitions. Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given to such terms in the Water Utility WIFIA Master Agreement, unless the context otherwise clearly requires.

Section 8. Effect. This Resolution shall take effect immediately.

PASSED and ADOPTED by the Board of Directors of the Santa Clara Valley Water District by the following vote on December 14, 2022:

AYES: Directors

NOES: Directors

ABSENT: Directors

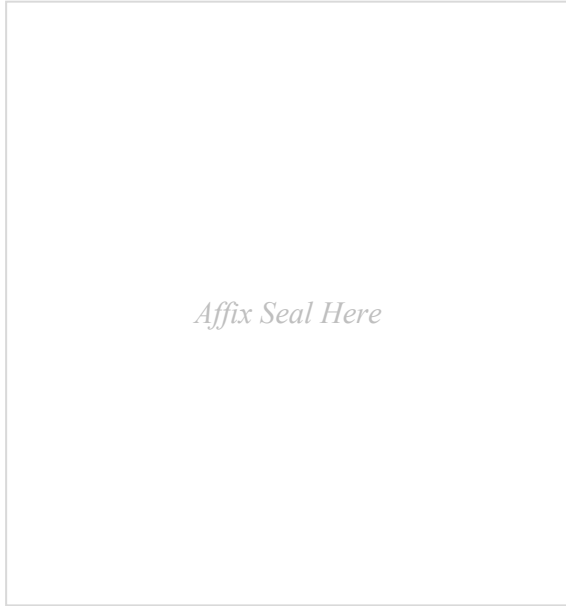
ABSTAIN: Directors

SANTA CLARA VALLEY WATER DISTRICT

JOHN L. VARELA
Chair Pro Tem, Board of Directors

ATTEST: MICHELE L. KING, CMC

Clerk, Board of Directors



I hereby certify that the foregoing is a full, true and correct copy of the original thereof on file in my office.

DATED: December 15, 2022

MICHELE L. KING, CMC
Clerk, Board of Directors